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10 Attorneys for Defendants Countrywide Securities
11 Corporation, Countrywide Financial Corporation, and
12 CWALT, Inc.

13 UNITED STATES DISTRICT COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15 SAN FRANCISCO DIVISION

16 FEDERAL HOME LOAN BANK OF SAN
17 FRANCISCO,

18 Plaintiff,

19 v.

20 CREDIT SUISSE SECURITIES (USA) LLC,
21 et al.,

22 Defendants.

Case No.: CV-10-03045 SC

NOTICE OF SUBSTITUTION OF
COUNSEL AND ~~[PROPOSED]~~ ORDER
FOR DEFENDANTS COUNTRYWIDE
SECURITIES CORPORATION,
COUNTRYWIDE FINANCIAL
CORPORATION, AND CWALT, INC.

Judge: Hon. Samuel Conti

TO THE COURT, PLAINTIFF, AND ITS ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE that Defendants Countrywide Securities Corporation, Countrywide Financial Corporation, and CWALT, Inc. (collectively, the "Countrywide Defendants") hereby substitute Stephen D. Hibbard and Jared R. Sams and the law firm of Shearman & Sterling LLP as their attorneys of record in place of Darryl P. Rains, Craig D. Martin, Eugene G. Illovsky, Anne K. Davis, and Victor Meng and the law firm of Morrison & Foerster LLP. Mr. Hibbard and Mr. Sams are admitted to practice before this Court. The new contact information for the Countrywide Defendants' counsel of record is as follows:

Stephen D. Hibbard
Jared R. Sams
SHEARMAN & STERLING LLP
525 Market Street, Suite 1500
San Francisco, CA 94105
Telephone: (415) 616-1100
Facsimile: (415) 616-1199
shibbard@shearman.com
jared.sams@shearman.com

Dated: November 18, 2010

I consent to the substitution of counsel.

COUNTRYWIDE SECURITIES CORPORATION

By: /s/
Michael Schloessmann
President

Dated: November 18, 2010

I consent to the substitution of counsel.

COUNTRYWIDE FINANCIAL CORPORATION

By: /s/
Michael Schloessmann
President and Chief Executive Officer



1 Dated: November 18, 2010

I consent to the substitution of counsel.

2 CWALT, INC.

3
4 By: /s/
5 Michael Schloessmann
6 Managing Director

7 Dated: November 19, 2010

I have given proper notice and further consent to
the above substitution.

8 MORRISON & FOERSTER LLP

9
10 By: /s/
Darryl P. Rains

11 Dated: November 19, 2010

I consent to the substitution of counsel.

12 SHEARING & STERLING LLP

13
14 By: /s/
15 Stephen D. Hibbard

[PROPOSED] ORDER

The foregoing substitution of attorneys is authorized by the Court and the Clerk of the Court is directed to make the appropriate change on the docket.

IT IS SO ORDERED.

Dated: November __, 2010

HON. SAMUEL CONTI

ATTESTATION PURSUANT TO GENERAL ORDER 45

I, Stephen D. Hibbard, attest that concurrence in the filing of this document has been obtained from each of the signatories. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 19th day of November, 2010 in San Francisco, California.

By: _____/s/_____
Stephen D. Hibbard

Counsel for Defendants Countrywide Securities
Corporation, Countrywide Financial Corporation, and
CWALT, Inc.